

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 11

W.R. Grace & Co., et al.

Case No. 01-01139 (JKF)

Debtors.

Jointly Administered

**THIRTY-SECOND QUARTERLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM JANUARY 1, 2009 THROUGH MARCH 31, 2009**

Name of Applicant

Stroock & Stroock & Lavan LLP

Authorized to Provide
Professional Services to:

Official Committee of Unsecured Creditors

Date of Retention:

April 12, 2001

Period for which compensation and
reimbursement is sought

January 1, 2009 – March 31, 2009

Amount of Compensation sought as
actual, reasonable and necessary:

\$437,100.75

Amount of Expense Reimbursement sought
as actual, reasonable and necessary:

\$7,356.35

Fees and Expenses of the Asbestos Issues
Expert:

This is an: ☒ interim ☐ final application

This is the thirtieth quarterly application filed.

Attachment A**Monthly Interim Fee Applications**

		Payment Requested		Payment Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

		Payment Requested		Payment Approved	
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 - 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I.3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$3,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$63,272.40	\$16,575.58

		Payment Requested		Payment Approved	
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13
October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2003 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2004 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I.	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02
August 2, 2004 D.I. 6105	6/1/04 – 6/31/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34

		Payment Requested		Payment Approved	
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40
October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23
February 2, 2005 D.I. 7667	12/1/04 – 12/31/04	\$235,503.70	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)	\$188,402.96	\$73,130.89
March 15, 2005 D.I. 8026	1/1/05 – 1/31/05	\$187,168.00	\$4,411.55 (Stroock) \$15,686.00 (Navigant January)	\$149,734.40	\$20,097.55
April 1, 2005 D.I. 8155	2/1/05 – 2/28/05	\$108,180.25	\$8,102.85 (Stroock) \$18,303.37 (Navigant February)	\$86,544.20	\$26,406.22
April 29, 2005 D.I. 8305	3/1/05 – 3/31/05	\$56,941.25	\$287.23 (Stroock) \$6,114.86 (Navigant March)	\$45,553.00	\$6,402.09
June 6, 2005 D.I. 8562	4/1/05- - 4/30/05	\$127,695.00	\$3,531.45 (Stroock) \$20,129.06 (Navigant April)	\$102,156.00	\$23,660.51
June 28, 2005 D.I. 8704	5/1/05- 5/31/05	\$98,569.00	\$4,871.74 (Stroock)	\$78,855.20	\$858.21
August 3, 2005 D.I. 9135	6/1/05- 6/30/05	\$114,903.75	\$4,871.74 (Stroock) \$34,075.28 (Navigant June)	\$91,923.00	\$38,947.02
September 8, 2005 D.I. 9356	7/1/05 – 7/31/05	\$117,780.75	\$2,088.44 (Stroock) \$2,211.00 (Navigant)	\$94,224.60	\$4,299.44

		Payment Requested		Payment Approved	
October 4, 2005 D.I. 9565	8/1/05 – 8/31/05	\$106,796.25	\$5,046.99 (Stroock) \$18,550.00 (Navigant)	\$85,437.00	\$23,596.99
November 1, 2005 D.I. 10951	9/1/05 – 9/30/05	\$67,697.50	\$1,399.68 (Stroock) \$11,197.50 (Navigant)	\$54,158.00	\$12,597.18
November 29, 2005 D.I. 11202	10/1/05 – 10/31/05	\$98,216.75	\$1,611.30 (Stroock) \$11,582.50 (Navigant)	\$78,573.40	\$13,193.80
January 9, 2006 D.I. 11507	11/1/05 – 11/30/05	\$104,348.00	\$2,847.45 (Stroock) \$71,598.50 (Navigant)	\$83,478.40	\$74,445.95
January 30, 2006 D.I. 11655	12/1/05 – 12/31/05	\$96,855.00	\$1,379.53 (Stroock) \$20,317.49 (Navigant)	\$77,484.00	21,697.02
March 1, 2006 D.I. 11921	1/1/06 – 1/31/06	\$73,383.00	\$1,810.85 (Stroock) \$14,124.01 (Navigant)	\$58,706.40	\$15,934.86
March 28, 2006 D.I. 12134	2/1/06 – 2/28/06	\$105,083.75	\$1,434.62 (Stroock) \$25,971.70 (Navigant)	\$84,067.00	\$27,406.32
May 2, 2006 D.I. 12354	3/1/06 – 3/31/06	\$145,189.50	\$2,512.81 (Stroock) \$25,838.37 (Navigant)	\$116,151.60	\$28,351.18
May 31, 2006 DI. 12558	4/1/2006 – 4/30/2006	\$116,817.00	\$2,141.42 (Stroock) \$7,425.00 (Navigant)	\$93,453.60	\$9,566.42
July 6, 2006 D.I. 12748	5/1/2006 – 5/31/2006	\$121,304.50	\$1,838.71 (Stroock) \$17,493.75 (Navigant)	\$97,043.60	\$19,332.46
August 1, 2006 D.I. 12899	6/1/2006 – 6/30/2006	\$94,856.50	\$1,869.66 (Stroock) \$38,548.75 (Navigant)	\$75,885.20	\$40,418.41
August 30, 2006 D.I. 13117	7/1/2006 – 7/31/2006	\$97,397.25	\$496.76 (Stroock) \$30,280.00 (Navigant)	\$77,917.80	\$30,776.76
October 2, 2006 D.I. 13336	8/1/2006 – 8/31/2006	\$131,856.25	\$98.34 (Stroock) \$98,317.50 (Navigant)	\$105,485.00	\$98,415.84
November 2, 2006 D.I. 13559	9/1/2006 – 9/30/2006	\$150,960.00	\$4,147.01 (Stroock) \$91,179.11 (Navigant)	\$120,768.00	\$95,326.12
November 29, 2006 D.I. 13838	10/1/06 – 10/31/06	\$196,223.50	\$915.14 (Stroock) \$147,374.20 (Navigant)	\$156,978.89	\$148,289.34

		Payment Requested		Payment Approved	
January 12, 2007 D.I. 14292	11/1/06 – 11/30/06	\$188,638.00	\$3,370.16 (Stroock) \$133,438.70 (Navigant)	\$150,910.40	\$136,808.86
January 29, 2007 D.I. 14415	12/1/06 – 12/31/06	\$99,832.00	\$5,752.89 (Stroock) \$55,245.22 (Navigant)	\$79,865.60	\$60,998.11
March 8, 2007 D.I. 14810	1/1/07 – 1/31/07	\$77,582.00	\$962.06 (Stroock) \$90,474.74 (Navigant)	\$62,065.60	\$91,436.80
April 10, 2007 D.I. 15132	2/1/07 – 2/28/07	\$119,140.50	\$3,092.88 (Stroock) \$77,301.25 (Navigant)	\$95,312.40	\$80,394.13
May 1, 2007 D.I. 15457	3/1/07 – 3/31/07	\$135,228.00	\$6,635.25 (Stroock) \$104,674.53 (Navigant)	\$108,182.40	\$111,309.78
June 22, 2007 D.I. 16136	4/1/07 – 4/30/07	\$177,646.00	\$815.81 (Stroock) \$173,437.45 (Navigant)	\$142,116.80	\$174,253.26
July 17, 2007 D.I. 16309	5/1/07 – 5/31/07	\$205,937.25	\$6,405.01 (Stroock) \$162,431.03 (Navigant)	\$164,749.80	\$168,836.04
August 10, 2007 D.I. 16528	6/1/07 – 6/30/07	\$225,650.50	\$5,929.97 (Stroock) \$200,294.81 (Navigant)	\$180,520.40	\$206,224.78
September 14, 2007 D.I. 16822	7/1/07 – 7/31/07	\$157,268.50	\$4,021.65 (Stroock) \$208,116.54 (Navigant)	\$125,814.80	\$212,138.19
October 1, 2007 D.I. 16959	8/1/07 – 8/31/07	\$145,866.50	\$3,354.61 (Stroock) \$210,152.54 (Navigant)	\$116,693.20	\$213,507.15
November 16, 2007 D.I. 17394	9/1/07 – 9/30/07	\$206,908.50	\$3,056.89 (Stroock)	\$165,526.80	\$3,056.89
December 5, 2007 D.I. 17548	10/1/07 – 10/31/07	\$288,976.50	\$22,324.58 (Stroock) \$325,509.63 (Navigant)	\$231,181.20	\$303,185.05
January 11, 2008 D.I. 17803	11/1/07 – 11/30/07	\$249,372.50	\$32,780.40 (Stroock) \$162,394.93 (Navigant)	\$199,498.00	\$195,175.33
February 1, 2008 D.I. 17957	12/1/07 – 12/31/07	\$116,522.50	\$57,717.92 (Stroock) \$47,444.43 (Navigant)	\$93,218.00	\$105,162.35
March 4, 2008 D.I. 18202	1/1/08 – 1/31/08	\$201,472.50	\$3,282.80 (Stroock) \$86,070.26 (Navigant)	\$161,178.00	\$89,353.06

		Payment Requested		Payment Approved	
April 5, 2008 D.I. 18450	2/1/08 – 2/29/08	\$195,491.00	\$5,922.25 (Stroock) \$73,924.16 (Navigant)	\$156,392.80	\$79,846.41
April 29, 2008 D.I. 18639	3/1/08 – 3/31/08	\$275,659.00	\$11,217.17 (Stroock) \$69,201.53 (Navigant)	\$220,527.20	\$80,418.70
June 4, 2008 D.I. 18862	4/1/08 4/30/08	\$298,888.00	\$10,143.60 (Stroock) \$38,800.00 (Navigant)	\$239,110.40	\$48,943.60
July 1, 2008 D.I. 19032	5/1/08 5/31/08	\$138,683.50 ¹	\$3,649.95 (Stroock)	\$110,946.80 ²	\$3,649.95
August 4, 2008 D.I. 19224	6/1/08 6/30/08	\$213,559.00	\$12,357.78 (Stroock) \$96.84 (Navigant)	\$170,847.20	\$12,454.62
September __, 2008 D.I. 19516	7/1/08 7/31/08	\$206,087.50	\$6,717.13 (Stroock) \$259.90 (Navigant)	\$164,870.00	\$6,977.03
September 30, 2008 D.I. 19653	8/1/08 8/31/08	\$212,928.50	\$2,326.65 (Stroock)	\$170,342.80	\$2,326.65
November 6, 2008 D.I. 19949	9/1/08 9/30/08	\$226,486.50	\$2,844.77 (Stroock)	\$181,189.20	\$2,844.77
December 2, 2008 D.I. 20168	10/1/08 10/31/08	\$270,097.00	\$10,611.52 (Stroock)	\$216,077.60	\$10,611.52
December 30, 2008 D.I. 20384	11/1/08 11/30/08	\$184,642.00	\$5,870.24 (Stroock)	\$147,713.60	\$5,870.24
February 3, 2009 D.I. 20654	12/1/08- 12/31/08	\$102,648.50	\$4,017.80 (Stroock)	\$82,118.80	\$4,017.80
March 3, 2009 D.I. 20906	1/1/09 1/31/09	\$114,525.00	\$2,458.44 (Stroock)	\$91,620.00	\$2,458.44
March 30, 2009 D.I. 21152	2/1/08 2/28/09	\$141,569.00	\$1,627.89 (Stroock)	\$113,255.20	\$1,627.89
April 29, 2009 D.I. 21475	3/01/09 3/31/09	\$181,006.75	\$3,270.02 (Stroock)	\$144,805.40	\$3,270.02

¹ See paragraph 10 herein.

² See paragraph 10 herein.

Quarterly Fee Applications

		Payment Requested		Order Approving Amount of:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 30, 2001 D.I.770 (First)	4/12/01- 6/30/01	\$369,873.75	\$19,318.00	\$369,873.75	\$19,318.75
November 1, 2002 D.I.1068 (Second)	7/1/01 – 9/31/01	\$204,923.50	\$15,015.57	\$204,923.50	\$15,015.57
February 8, 2002 D.I.1658 (Third)	10/1/01 – 12/31/01	\$329,842.00	\$21,880.90 \$9,918.43*	\$329,842.00	\$21,880.90 (Stroock) \$9,918.43 (Chambers)
May 16, 2002 D.I.2064 (Fourth)	01/01/02 – 03/31/02	\$267,170.20	\$6,149.76 \$36,352.60*	\$266,865.70	\$6,144.85 (Stroock) \$22,002.76 (Chambers)
August 16, 2002 D.I.2557 (Fifth)	04/01/02 – 06/30/02	\$245,259.00	\$6,784.97 \$167,629.78*	\$245,259.00	\$6,784.97 (Stroock) \$167,629.78 (Chambers)
November 18, 2002 D.I.3045 (Sixth)	07/01/02 – 09/30/02	\$280,471.77	\$28,358.07 \$17,814.45*	\$224,534.21 ³	\$28,358.07 (Stroock) ¹ \$17,814.45 (Chambers) ¹
March 25, 2003 D.I.3549 (Seventh)	10/01/02 – 12/31/03	\$171,108.00	\$25,000.84 \$1,780.75*	\$136,886.40 ⁴	\$25,000.84 (Stroock) ² \$1,780.75 (Chambers) ²

* These amounts relate to the Committee's Asbestos Issues Expert.

³ Court Order dated March 14, 2003 approved fees in the amount of \$276,535.77 and expenses in the amount of \$45,477.52.

⁴ Court Order dated July 28, 2003 approved fees in the amount of \$171,108.00 and expenses in the amount of \$26,412.62.

		Payment Requested		Order Approving Amount of:	
May 20, 2003 D.I. 3815 (Eighth)	1/1/03 – 3/31/03	\$224,358.50	\$9,424.04 \$1,077.80*	\$224,615.50 ⁵	\$9,424.04 (Stroock) ³ \$1,077.80 (Chambers) ³
August 29, 2003 D.I. 4357 (Ninth)	4/1/03 – 6/30/03	\$215,903.50	\$2,726.28 \$67,628.50*	\$215,903.50 ⁶	\$2,726.28 (Stroock) ⁴ \$67,628.50 (Chambers) ⁴
December 5, 2003 D.I. 4778 (Tenth)	7/1/03 – 9/30/03	\$218,222.00	\$4,339.46 \$36,865.19*	\$218,222.00 ⁷	\$4,339.46 (Stroock) ⁵ \$36,865.19 (Chambers) ⁵
March 2, 2004 D.I. 5212 (Eleventh)	10/1/03 – 12/31/03	\$215,718.50	\$5,950.82 \$100,349.50*	\$215,718.50 ⁸	\$5,922.67 (Stroock) ⁶ \$100,349.50 (Chambers) ⁶
May 18, 2004 D.I. 5597 (Twelfth)	1/1/04 – 3/31/04	\$254,857.00	\$9,965.36 \$83,147.07*	\$254,857.00 ⁹	\$9,965.36 (Stroock) ⁷ \$83,147.07 (Navigant) ⁷
August 26, 2004 D.I. 6269 (Thirteenth)	4/1/04 – 6/30/04	\$353,629.50	\$7,760.42 \$272,474.16*	\$353,629.50 ¹⁰	\$7,760.42 (Stroock) ⁸ \$272,474.16 (Navigant) ⁸

⁵ Court Order dated September 22, 2003 approved fees in the amount of \$224,033.50 and expenses in the amount of \$10,410.22.

⁶ Amended Court Order dated December 23, 2003 approved fees in the amount of \$215,903.50 and expenses in the amount of \$70,354.78.

⁷ Court Order dated April 26, 2004 approved fees in the amount of \$218,222.00 and expenses in the amount of \$41,204.65.

⁸ Court Order dated June 16, 2004 approved fees in the amount of \$215,718.50 and expenses in the amount of \$106,272.17.

⁹ Court Order dated September 27, 2004 approved fees in the amount of \$254,857.00 and expenses in the amount of \$93,011.96.

¹⁰ Court Order dated January 25, 2005 approved fees in the amount of \$353,629.50 and expenses in the amount of \$280,234.58.

		Payment Requested		Order Approving Amount of:	
November 10, 2004 D.I. 6871 (Fourteenth)	7/1/04 – 9/30/04	\$226,702.50	\$6,705.08 \$67,569.50*	\$226,702.50 ¹¹	\$6,705.08 (Stroock) ⁹ \$67,569.50 (Navigant) ⁹
February 22, 2005 D.I. 7851 (Fifteenth)	10/1/04 – 12/31/04	\$653,133.20	\$25,830.19 \$140,422.11*	\$648,355.70 ¹²	\$25,830.19 (Stroock) ¹⁰ \$140,422.11 (Navigant) ¹⁰
May 16, 2005 D.I. 8468 (Sixteenth)	1/1/05- 3/31/05	\$352,289.50	\$12,746.23 \$40,104.23*	\$349,644.00	\$12,746.23 (Stroock) ¹³ \$40,104.23 (Navigant)
August 19, 2005 D.I. 9225 (Seventeenth)	4/1/-5 – 6/30/05	\$340,821.25	\$9,261.40 \$54,204.34*	\$340,096.25 ¹⁴	\$9,261.40 (Stroock) \$54,204.34 (Navigant)
November 18, 2005 D.I. 11118 (Eighteenth)	7/1/05 – 9/30/05	\$291,843.50	\$8,534.71 \$31,958.50*	\$291,843.50 ¹⁵	\$8,534.71 (Stroock) \$31,958.50 (Navigant)
February 15, 2006 D.I. 11798 (Nineteenth)	10/1/05 – 12/31/05	\$299,419.75	\$5,838.28 \$103,498.49*	\$299,419.75 ¹⁶	\$5,838.69 (Stroock \$103,498.49 (Navigant)

¹¹ Court Order dated March 22, 2005 approved fees in the amount of \$226,702.50 and expenses in the amount of \$74,274.58.

¹² Court Order dated June 29, 2005 approved fees in the amount of \$648,335.70 and expenses in the amount of \$166,252.30.

¹³ Court Order dated September 27, 2005 approved fees in the amount of \$349,644.00 and expenses in the amount of \$52,850.46.

¹⁴ Court Order dated December 19, 2005 approved fees in the amount of \$340,096.25 and expenses in the amount of \$63,465.74.

¹⁵ Court Order dated March 24, 2006 approved fees in the amount of \$291,843.50 and expenses in the amount of \$40,493.21.

¹⁶ Court Order dated June 16, 2006 approved fees in the amount of \$299,419.75 and expenses in the amount of \$109,337.18.

		Payment Requested		Order Approving Amount of:	
May 26, 2006 D.I. 12533 (Twentieth)	1/1/2006 – 3/31/2006	\$323,566.25	\$5,758.28 \$65,934.98*	\$323,451.25 ¹⁷	\$5,758.28 (Stroock) \$64,810.58 (Navigant)
August 17, 2006 D.I. 13006 (Twenty-First)	4/1/2006 – 6/30/2006	\$332,978.00	\$5,849.79 \$63,467.50*	\$332,978.00 ¹⁸	\$5,849.70 (Stroock) \$63,467.50 (Navigant)
November 29, 2006 D.I. 13835 (Twenty-Second)	7/1/2006 – 9/30/2006	\$380,213.50	\$4,742.11 \$219,776.61*	\$380,213.50 ¹⁹	\$4,742.11 (Stroock) \$219,776.61 (Navigant)
March 1, 2007 D.I. 14717 (Twenty-Third)	10/1/2007 – 12/31/07	\$484,693.50	\$10,038.19 \$336,058.12*	\$484,693.50 ²⁰	\$10,038.19 (Stroock) \$336,058.12 (Navigant)
June 4, 2007 D.I. 15949 (Twenty-Fourth)	1/1/07 - 3/31/07	\$331,950.50	\$10,690.15 \$272,450.52*	\$331,950.50 ²¹	\$10,690.15 (Stroock) \$272,450.52 (Navigant)
August 30, 2007 D.I. 16710 (Twenty-Fifth)	4/1/2007 - 6/30/2007	\$609,233.75	\$13,150.79 \$536,163.29*	\$609,233.75 ²²	\$13,150.79 (Stroock) \$536,163.29 (Navigant)

¹⁷ Court Order dated September 25, 2006 approved fees in the amount of \$323,451.25 and expenses in the amount of \$71,130.16.

¹⁸ Court Order dated December 18, 2006 approved fees in the amount of \$332,978.00 and expenses in the amount of \$69,317.29.

¹⁹ Court Order dated May 3, 2007 approved fees in the amount of \$380,213.50 and expenses in the amount of \$224,518.72.

²⁰ Court Order dated June 20, 2007 approved fees in the amount of \$484,693.50 and expenses in the amount of \$346,096.31.

²¹ Court Order dated September 24, 2007 approved fees in the amount of \$331,950.50 and expenses in the amount of \$283,140.67.

²² Court order dated December 13, 2007 approved fees in the amount of \$609,233.75 and expenses in the amount of \$549,314.08.

		Payment Requested		Order Approving Amount of:	
December 12, 2007 D.I. 17625 (Twenty-Sixth)	7/1/2007 – 9/30/2007	\$510,043.50	\$10,433.15 \$418,269.08*	\$508,758.50 ²³	\$10,433.15 (Stroock) \$418,269.08 (Navigant)
March 5, 2008 D.I. 18222 (Twenty-Seventh)	10/1/07 – 12/31/07	\$654,871.50	\$112,822.90 \$535,348.99*	\$654,871.50 ²⁴	\$112,650.85 (Stroock) \$535,348.99 (Navigant)
May 27, 2008 D.I. 18789 (Twenty-Eighth)	1/1/08 3/31/08	\$672,622.50	\$20,422.22 \$229,195.95*	\$672,622.50 ²⁵	\$20,422.22 (Stroock) \$229,195.95 (Navigant)
August 27, 2008 D.I. 19386 (Twenty-Ninth)	4/1/08 6/30/08	\$653,130.50	\$26,151.33 \$38,896.84	\$653,130.50 ²⁶	\$26,151.33 (Stroock) \$38,896.84 (Navigant)
December 5, 2008 D.I. 20207 (Thirtieth)	7/1/08 – 9/30/08	\$645,502.50	\$11,888.55 \$259.90	\$645,092.50 ²⁷	\$11,888.55 (Stroock) \$259.90 (Navigant)
March 9, 2009 D.I. 20950 (Thirty-First)	10/01/08 12/31/08	\$557,387.50	\$20,499.56		

²³ Court order dated March 12, 2008 approved fees in the amount of \$508,758.50 and expenses in the amount of \$428,702.23.

²⁴ Court order dated June 23, 2008 approved fees in the amount of \$654,871.50 and expenses in the amount of \$647,999.84.

²⁵ Court order dated October 1, 2008 approved fees in the amount of \$672,622.50 and expenses in the amount of \$249,618.17.

²⁶ Court order dated December 17, 2008 approved fees in the amount of \$653,130.50 and expenses in the amount of \$65,048.17.

²⁷ Court order dated April 1, 2009 approved fees in the amount of \$645,092.50 and exepenses in the amount of \$12,148.45.

WR GRACE & CO
ATTACHMENT B
JANUARY 1, 2009 - MARCH 31, 2009

	Hours	Rate	Amount	No. of Years in Position
Partners				
Kruger, Lewis	45.6	\$ 995	45,372.00	39
Pasquale, Kenneth	47.2	825	38,940.00	9
Pasquale, Kenneth	30.5	790	24,095.00	9
Associates				
Berg, Madelaine	0.5	650	325.00	28
Harris, Daniel J.	25.0	325	8,125.00	1
Krieger, Arlene G.	413.1	675	278,842.50	24
Paraprofessionals				
Holzberg, Ethel H.	66.6	275	18,315.00	36
Mohamed, David	162.0	180	29,160.00	19
Sub Total	790.5		\$ 443,174.50	
Less 50% Travel	(7.7)		(6,073.75)	
Total	782.8		\$ 437,100.75	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	
W. R. GRACE & CO., <u>et al.</u> ¹)	Chapter 11
)	Case No. 01-01139 (JKF)
)	
Debtors.)	Jointly Administered

**THIRTY-SECOND QUARTERLY FEE APPLICATION OF STROOCK & STROOCK &
LAVAN LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF W. R. GRACE & CO., et al., FOR INTERIM COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM JANUARY 1, 2009 THROUGH MARCH 31, 2009**

Stroock & Stroock & Lavan LLP (“Stroock” or “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co. (“Grace”) and its sixty-one domestic subsidiaries and affiliates that are debtors and debtors-in-possession (the “Debtors”) in this Court, for its application pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Administrative Fee Order (defined below) for interim allowance of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

INTRODUCTION

1. By this application (the "Application"), Stroock seeks (i) an interim allowance of compensation for the professional services rendered by Stroock as counsel for the Committee for the period from January 1, 2009 through March 31, 2009 (the "Compensation Period") in the aggregate amount of \$437,100.75 representing 561.9 hours of professional services and 228.6 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by Stroock during the Compensation Period in connection with the rendition of such professional services and paraprofessional services in the aggregate amount of \$7,356.35.

2. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

BACKGROUND

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and has continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors' chapter 11 cases have been procedurally consolidated and are being jointly administered.

4. The Debtors operate a worldwide specialty chemicals and materials business and employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal

year 2000, Grace reported a net loss of \$89.7 million² from \$1.59 billion in net revenues. The Debtors' bankruptcy filings report that in fiscal year 2000, on a consolidated basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

5. On April 12, 2001, the United States Trustee formed the Committee. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP (n/k/a Duane Morris LLP) ("DM&H") as its local Delaware counsel. On December 3, 2003, the United States Trustee filed a second amended notice of appointment of the Committee. On July 10, 2006, the United States Trustee filed a third amended notice of appointment of the Committee.

6. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims (the "ACC") and asbestos-related property damage claims (the "PD Committee") against the Debtors (collectively, the "Asbestos Claim Committees"). On June 18, 2001, the United States Trustee appointed an official committee to represent the interests of equity security holders of the Debtors (the "Equity Committee").

7. By order dated May 24, 2004, the Court authorized the appointment of a legal representative for future asbestos personal injury claimants (the "PI FCR"). By order dated

² The Debtors' pleadings further reported that this net loss resulted in part from a \$294.0 million asbestos-related charge to earnings recorded in the fourth quarter of 2000.

October 20, 2008, the Court authorized the appointment of a legal representative for future asbestos property damage claimants (the “PD FCR”).

8. By application dated May 1, 2001, Stroock sought Court approval for its retention as counsel to the Committee nunc pro tunc to April 12, 2001. The Court signed an order approving Stroock’s retention as counsel to the Committee on May 30, 2001.

9. This is the thirty-second quarterly interim application Stroock has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the Committee. This Application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, approved by the Court on May 3, 2001 as amended by order dated April 17, 2002 (collectively, the “Administrative Fee Order”).

10. In accordance with the procedures established by the Administrative Fee Order, Stroock had, at the time of filing this Application, received payment from the Debtors for 80% of the fees and 100% of Stroock’s expenses requested, and not objected to, in the January 2009 and February 2009 fee statements. Stroock has not received payment for the fees and expenses requested in the March 2009 fee statement for which a certificate of no objection has been filed. Applicant has received no other payments and no promises for payment from any source for services rendered in connection with these cases for the months encompassing this Compensation Period other than as immediately set forth above. There is no agreement or understanding between the Applicant and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

11. As stated in the Affidavit of Kenneth Pasquale, Esq. annexed hereto as Exhibit “A,” all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

SUMMARY OF SERVICES RENDERED

12. Since being retained by the Committee, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors’ estates. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee’s needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis, including in certain instances, working into the evening and on weekends.

13. Stroock maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of Stroock’s practice, and are presented in compliance with Delaware Local Rule 2016-2(d) amended effective as of February 1, 2006. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit “B”. In addition, Exhibit “C” hereto contains a summary of the hours expended by each of the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

14. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which payment is requested is annexed hereto as Exhibit “D”.

15. Stroock respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

16. The following summary of the services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit “B”. Rather, it is merely an attempt to highlight certain of these areas in which services were rendered to the Committee, as well as to identify some of the problems and issues to which Stroock was required to direct its attention.

Claim Analysis Objection, Resolution & Estimation (Asbestos) -- Category 0003

17. As reflected in prior compensation applications, in mid-November 2004, the Debtors filed a reorganization plan and numerous related pleadings including their motion seeking the estimation of asbestos claims and the establishment of a schedule and procedures for carrying out the estimations (the “Estimation Motion”), and their motion to establish post-confirmation litigation protocols for liquidating asbestos claims.

18. The Court subsequently approved a form of case management order to govern the pre-confirmation estimation of asbestos personal injury claims (the “PI CMO”) and several

amendments thereto (the “Amended PI CMOs”) and the related form of questionnaire (the “Questionnaire”) to be used by asbestos personal injury claimants who had commenced pre-petition litigation against the Debtors (the “PI Pre-Petition Litigation Claimants”), and two case management orders for property damage claims (as amended, the “PD CMOs”); one to govern the Debtors’ claims objection process and the other to govern the pre-confirmation estimation of property damage claims (“PD Claims”). The Amended PI CMOs established pre-trial dates and deadlines and trial dates to govern the estimation of asbestos personal injury claims (the “PI Estimation”). At least 35 expert and fact witness depositions were held prior to the commencement of the PI Estimation trial in prior compensation periods.

19. On April 7, 2008, the Debtors informed the Court that they had reached an agreement with the ACC, the PI FCR and the Equity Committee (collectively, the “Plan Proponents”) on a resolution of the Debtors’ present and future asbestos liabilities (the “Proposed PI Resolution”) and made public a term sheet (the “Term Sheet”) setting forth terms of such parties’ proposed treatment of classes of claims and equity holders to be embodied in a plan of reorganization to be filed with the Court. As a result of the Proposed PI Resolution of the Debtors’ asbestos personal injury liabilities (the “Proposed Asbestos Resolution”), the PI Estimation trial was suspended, subject to being restarted if the Proposed PI Resolution fell apart or a plan embodying the Term Sheet was not confirmed. The Debtors and the Plan Proponents filed a plan (the “Plan”) embodying the Term Sheet and related disclosure statement (the “Disclosure Statement”) on September 19, 2008.

20. During the prior compensation period, the Debtors informed the Court that they had reached an agreement in principle with counsel for the US ZAI PD Claimants, the Asbestos

PD FCR and the Equity Committee to resolve all of the Debtors' US ZAI property damage claims pending as of the Chapter 11 filing date and all such claims asserted thereafter.

21. During this Compensation Period, the Court preliminarily approved the US ZAI class settlement agreement (the US ZAI Class Settlement") and preliminarily certified a class of US ZAI Claimants comprised of those claimants that had timely filed proofs of claim. Stroock reviewed the US ZAI Claimants' settlement motion and memorandum and related pleadings and the subsequent motion and memorandum in support of obtaining final approval for the US ZAI Class Settlement and Class Certification and communicated with the Committee regarding this matter.

22. In addition, Stroock reviewed the Debtors' motion seeking authority to settle the PD Claim litigation involving Macerich Fresno Limited Partnership and communicated the proposed settlement to the Committee. Stroock has expended 7.6 hours on this category for a fee of \$5,322.00.

Asset Dispositions, Sales, Uses and Leases (Section 363) – Category 0009

23. During the prior compensation period, the Debtors filed a motion seeking authorization to sell certain land and other assets to Alco Iron & Metal Co. ("Alco Iron"). As previously reported, Stroock, among other services, reviewed the motion, the asset purchase agreement and other related transaction documents, attended to and discussed the transaction and a subsequent amendment to the transaction with Debtors' counsel and other representatives for Grace, and communicated with the Committee about the transaction and the amendments made to the transaction during the prior compensation period.

24. During this Compensation Period, the Debtors filed a motion seeking approval for yet a third amendment to the asset purchase agreement. Stroock reviewed the motion and discussed the basis for and impact on the transaction with Debtors' counsel. Stroock has expended 0.4 hours on this category for a fee of \$270.00.

Business Operations -- Category 0013

25. During this Compensation Period, Stroock attended to Capstone's draft report to the Committee on the Debtors' third and fourth quarter 2008 operations and discussed the same with Capstone. In addition, during this Compensation Period, the Debtors filed a motion seeking authorization to implement a long-term incentive program for key employees for the 2009-2011 period and a motion seeking approval for an extended employment agreement with the Debtors' current CEO, Fred Festa. Stroock reviewed the motions and discussed them and requests to obtain additional information from the Debtors' representatives with Capstone. Stroock has expended 10.1 hours on this category for a fee of \$7,293.50.

Case Administration -- Category 0014

26. As reported in prior monthly compensation applications, these chapter 11 cases were reassigned to District Court Judge Alfred Wolin in November 2001 and referred to Bankruptcy Court Judge Judith Fitzgerald, and then reassigned to District Court Judge Ronald L. Buckwalter following Judge Wolin's recusal from these cases.

27. During this Compensation Period, Stroock continued to closely monitor the items on the Court's general chapter 11 docket for these cases, as well as those dockets relating to each of the increasing number of pending adversary proceedings and appeals, to ensure that the Committee was fully informed about all pending motions, adversary proceedings and appeals

and that Stroock would be ready to timely respond on behalf of the Committee, as might be applicable. Stroock continued to engage Debtors' counsel and Capstone on an on-going basis with respect to pending matters and information requests. Stroock has expended 179.3 hours on this category for a fee of \$37,699.00.

Claims Analysis, Objection and Resolution (Non-Asbestos) -- Category 0015

28. As reported in prior compensation applications, the Debtors filed an objection to the proofs of claim filed by the agent bank on behalf of holders of bank debt under the Debtors' two \$250 million pre-petition Credit Agreements, focusing on the bank debt holders' unsecured claims for post-petition interest at the default rate (the "Debtors' Objection"). The Committee, which includes in its constituency the holders of bank debt, filed a response in opposition to the Debtors' Objection, reviewed the separate responses filed by certain bank debt holders (the "Bank Lender Group") and the Equity Committee, engaged in discovery with respect to the Debtors' Objection, and participated in settlement meetings attended by representatives of all interested parties, both prior to and subsequent to the September 29, 2008 argument on the Debtors' Objection, which did not result in a consensual resolution of the Debtors' Objection.

29. During the Compensation Period, no decision was issued by the Court on the Debtors' Objection. As reflected in Category 0036, Plan and Disclosure Statement, as well as in this category, counsel for the Committee and the Bank Lender Group continued to discuss the treatment of the holders of Bank Claims under the Plan and the adequacy of the disclosure of the litigation contained in the initial forms of the Disclosure Statement.

30. In addition, during this Compensation Period, the Debtors filed separate notices seeking authority for settlements they reached resolving environmental claims asserted against

the Debtors' estates by N.L. Industries and Steeler, Inc. Stroock reviewed the proposed settlements, requested and obtained additional information regarding the settlements from Debtors' counsel and prepared memoranda for the Committee discussing these settlements. Stroock has expended 10.7 hours on this category for a fee of \$8,568.50.

Committee, Creditors' Noteholders' or Equity Holders' -- Category 0017

31. During this Compensation Period, Stroock communicated with the members of the full Committee through memoranda, telephone and conference calls. In order to keep the Committee fully informed of all of the pending matters in these cases, and thus enable the Committee to take informed positions on those issues, Stroock reviewed and summarized the motions, other pleadings and notices filed by the Debtors and other parties in interest in these cases and the objections and responses filed, raised issues the Committee should be aware of, made recommendations to the Committee concerning appropriate actions to be taken with regard to the pleadings and communicated with members of the Committee regarding the positions to be taken. In addition, Stroock engaged counsel and other representatives for the Debtors, and other parties and movants, as applicable, with the Committee's questions, concerns and comments, negotiated whenever and to the extent possible consensual resolutions of outstanding issues and acceptable forms of proposed orders, stipulations and settlement agreements.

32. As reflected in the Application, during this Compensation Period, Stroock rendered substantial services in connection with the numerous drafts of the Disclosure Statement, the Plan and related Plan Documents filed by the Debtors and other Plan Proponents. Certain of the services rendered by Stroock in communicating with the Committee about these matters and in connection with its preparation of pleadings on behalf of the Committee are reflected in Category 0036. In this category, Stroock prepared memoranda to the Committee discussing,

among other matters, (i) the changes made to the confirmation schedule, (ii) the terms of exhibits in the Exhibit Book, (iii) the objections filed to the February 3, 2009 form of the Disclosure Statement and the Debtors' positions regarding those objections and (iv) the Court's approval of the Disclosure Statement and the solicitation process.

33. In addition, during this Compensation Period, Stroock prepared memoranda to the Committee discussing the hearings held before Judge Fitzgerald and the rulings issued by the Court and addressing the many pleadings and other materials filed with the Court and the District Court on appeal. In addition to the Disclosure Statement and Plan-related matters, the matters addressed in these memoranda included (i) the Court's approval of the US ZAI Class Settlement and Class Certification and the subsequent pleadings filed by the ZAI Claimants in support of obtaining final approval of those matters and (ii) the testimony and rulings made by Judge Molloy and the 9th Circuit Court of Appeals in the Libby criminal trial.

34. Through its correspondence and communication with the Committee, Stroock has assisted the Committee in fulfilling its statutory duties to make informed decisions and express the Committee's views regarding the issues which arise in these cases, to participate in those proceedings and matters and in the confirmation of a plan providing appropriate treatment for the creditors represented by the Committee. Stroock has expended 85.4 hours on this category for a fee of \$59,125.00.

Fee Application, Applicant -- Category 0018

35. During this Compensation Period, Stroock prepared its fee statements for the months of December 2008, January 2009 and February 2009 and related notices, affidavits of service and certifications of no objection where applicable. Stroock also prepared its Thirty-First

Quarterly Fee Application covering the period from October 1, 2008 through December 31, 2008 (the “prior compensation application”), including a narrative section summarizing the services rendered during that period by Stroock and numerous fee and expense schedules, as required by the Administrative Fee Order entered by the Court. Stroock has expended 68.0 hours on this category for a fee of \$25,354.50.

Creditor Inquiries -- Category 0019

36. During this Compensation Period, Stroock responded to inquiries from unsecured creditors with respect to the status of these cases, the Plan, Disclosure Statement and confirmation process, the post-petition interest litigation before the Court, the treatment of non-bank claims under the Plan, exit financing, and the Libby criminal trial and its impact on the case. Stroock has expended 14.2 hours on this category for a fee of \$11,618.00.

Fee Application, Others -- Category 0020

37. During this Compensation Period, Stroock prepared notices, affidavits of service and certifications with respect to Capstone’s monthly fee statements for the months of November 2008 and December 2008 and with respect to Capstone’s 20th quarterly interim fee application. Stroock also attended to fee applications of other professionals retained in these cases. Stroock has expended 10.6 hours on this category for a fee of \$4,284.00.

Employee Benefits, Pension – Category 0021

38. During this Compensation Period, Debtors filed a motion for authority to make the first quarterly minimum contribution for 2009 to the Grace retirement plans and a motion seeking authority to establish another long-term incentive program for key employees, this one for the 2009-2011 period. Stroock reviewed the motions and the memoranda prepared for the

Committee and discussed these matters with Capstone. Stroock has expended 2.4 hours on this category for a fee of \$1,620.00.

Environmental Matters/Regulations/Litigation -- Category 0022

39. During this Compensation Period, the Debtors filed a motion and separate notice, pursuant to the omnibus claim settlement procedures established in these cases, seeking approval for five stipulations resolving claims for environmental response costs filed by five entities relating to federal Superfund sites. Stroock reviewed the pleadings and proposed settlements, the related Multi-Site Settlement Agreement and requested and obtained additional information from the Debtors regarding the terms of the settlements. Stroock also attended to the District Court's memorandum opinion enjoining the New Jersey Department of Environmental Protection ("NJDEP") from fixing civil penalties against Grace, pursuant to section 105 of the Bankruptcy Code, and the appeal taken from that order. Stroock has expended 9.8 hours on this category for a fee of \$6,666.50.

Investigations – Category 0031

40. During this Compensation Period pre-trial hearings were held in connection with the commencement of the Government's criminal trial against Grace and five of its former officers and employees relating to Grace's actions in Libby, Montana (the "Libby criminal trial"). Stroock attended to information about those hearings, a small portion of which is reflected in this category of services. Stroock has expended 0.3 hours on this category for a fee of \$237.00.

Litigation (Non-Bankruptcy/General) – Category 0032

41. During this Compensation Period, the Libby criminal trial commenced. Stroock reviewed trial reports and articles, pleadings filed by the parties and rulings made by the Montana District Court and the Ninth Circuit Court of Appeals, reviewed applicable statutes and case law and prepared extensive memoranda for the Committee on the trial. Stroock has expended 49.7 hours on this category for a fee of \$29,931.50.

Travel – Non Working -- Category 0035

42. Stroock's fees in this category during this Compensation Period relate to Stroock attorneys traveling (i) to and from Pittsburgh, PA for (a) the omnibus hearing before Judge Fitzgerald on January 14, 2009 and (b) the hearing to consider approval of the Disclosure Statement and related solicitation procedures and materials on March 9, 2009 and (ii) to and from Wilmington, DE to attend the March 30, 2009 deposition of Richard Finke, Grace's assistant general counsel for litigation, in connection with confirmation. Stroock has expended 15.3 hours on this category for a fee of \$12,147.50 for which Stroock is seeking payment in the amount of \$6,073.75.

Plan and Disclosure Statement -- Category 0036

43. As reported in the prior compensation applications, in September 2008, the Debtors filed a plan of reorganization embodying the Proposed PI Resolution and the Term Sheet the Debtors reached with the Plan Proponents. Stroock reviewed the drafts of the Plan and related Disclosure Statement and the solicitation-related materials received during these prior periods, communicated with the Committee and Capstone regarding these documents and identified and prepared an objection to the adequacy of the Disclosure Statement, in which Plan confirmation issues were also raised.

44. During this Compensation Period, Stroock reviewed each of the additional revised drafts of the Disclosure Statement, the Plan and related exhibits, and those exhibits that had not been previously filed, and the revised drafts of the solicitation, voting and confirmation procedures' orders, notices and related documents (collectively, the "Plan Documents") focusing on those terms and provisions affecting the treatment of general unsecured creditors in Class 9, communicated comments and proposed modifications on the Plan Documents to Debtors' counsel, communicated with the Committee and Capstone on these matters and reviewed relevant case law. During this Compensation Period, Stroock also completed the preparation of the Committee's preliminary objection to confirmation of the Plan and its response to the Plan Proponents' designation of Phase I confirmation issues. In addition, Stroock prepared several discovery-related pleadings for the Committee including the Committee's preliminary witness disclosure and its objections and responses to the Debtors' interrogatories and document requests. Stroock also reviewed and commented on drafts of a revised case management order proposed to govern the confirmation process and protective orders. Further, during this Compensation period, Stroock reviewed certain of the many discovery requests and responses filed by various parties, certain expert reports, and attended one deposition. Also, during this Compensation Period, Stroock reviewed the objections filed by other parties to the Court's approval of the February 3, 2009 form of the Disclosure Statement and confirmation of the Plan. Stroock expended 286.7 hours on this category for a fee of \$202,543.00.

Hearings -- Category 0037

45. During this Compensation Period, Judge Fitzgerald held four hearings; two of which took place in Pittsburgh, PA, one took place in Wilmington, DE and the other was held telephonically. Substantially all of the matters considered or discussed during these hearings

related to the Disclosure Statement, settlements to be embodied in the Plan and/or the confirmation schedule and process. Stroock reviewed each of the agenda notices and all relevant pleadings, orders, stipulations, Disclosure Statement and Plan-related documents in advance of these hearings, attended the hearings, and advocated the Committee's positions, as appropriate. After the hearings, Stroock, as reflected elsewhere in this Application, prepared memoranda informing the Committee of the arguments made at the hearings and, where applicable, the Court's rulings. Stroock expended 30.7 hours on this category for a fee of \$23,705.00.

Employment Applications – Others – Category 0040

46. During this Compensation Period, the Debtors filed a motion seeking to retain financial advisors to assist them in selling their equipment business. Stroock reviewed the motion and with Capstone prepared a request for additional information to the Debtors' representatives. Stroock also communicated with Debtors' counsel regarding modifications to be made to the proposed form of order approving the retention. Stroock expended 6.2 hours on this category for a fee of \$4,505.00.

Relief From Stay Proceedings – Category 0041

47. During this Compensation Period, Kaneb Pipeline Operating Partnership filed two motions for relief from the stay; one seeking to continue the prosecution of its cross-appeal with one of the Debtors in an environmental liability action pending in Texas and the other seeking to pursue insurance coverage with respect to environmental liabilities relating to a fuel pipeline site in Georgia. Stroock reviewed the motions and related documentation and as reflected elsewhere in the Application communicated with the Committee about these matters. Stroock expended 3.1 hours on this category for a fee of \$2,284.50.

FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

48. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corp. of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904; these standards have been adopted by most courts. Stroock respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

The Time and Labor Required. The professional services rendered by Stroock on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the complex issues encountered by the Committee with skill and dispatch. Occasionally, Stroock has been required to perform these services under significant time constraints requiring work late into the evening and on weekends. The services rendered by Stroock were performed efficiently, effectively and economically.

The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of these Chapter 11 cases, and it can be anticipated that other such issues will be encountered. In this case, as in many others in which the firm is involved, Stroock's effective advocacy and creative approach have helped clarify and resolve such issues and will continue to prove beneficial.

The Skill Requisite to Perform the Legal Services Properly. Stroock believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Stroock's practice, and its creative approach to the resolution of issues, are and will continue to contribute to the maximization of the distributions to the Debtors' unsecured creditors.

The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Stroock's insolvency department, Stroock's representation of the Committee has not precluded its acceptance of new clients. However, the volume of the matters needing attention on a continuing basis has required several of the attorneys to commit significant portions of their time to these cases.

The Customary Fee. The fee sought herein is based upon Stroock's normal hourly rates for services of this kind. Stroock respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Stroock has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

Whether the Fee is Fixed or Contingent. Pursuant to §§ 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under § 1103 of the Code are contingent pending final approval by this Court,

and are subject to adjustment dependent upon the services rendered and the results obtained.

Time Limitations Imposed by Client or Other Circumstances. As already indicated, Stroock has attended to the various issues arising in these cases. Occasionally, Stroock has had to perform those services under significant time constraints requiring attorneys assigned to these cases to work evenings and on weekends.

The Amount Involved and Results Obtained. Through the efforts of Stroock, the Committee has been an active participant in these Chapter 11 cases from the very first days of its formation, and its assistance, as well as constructive criticism, has greatly contributed to the efficient administration of these cases.

The Experience, Reputation and Ability of the Attorneys. Stroock has one of the largest and most sophisticated insolvency practices in the nation and has played a major role in numerous cases of national import including:

Acme Metals, Inc., Hillsborough Holdings Corporation, Laclede Steel Company, Gulf States Steel, Inc. of Alabama, The LTV Corporation, Wheeling-Pittsburgh Steel Corporation, Allis-Chalmers Corporation, The Charter Company, Federated Department Stores, G. Heileman Brewing Company, Inc., Burlington Motor Holdings, Inc., Metallurg, Inc., Forstmann & Company, Inc., Barneys, Inc., Fruehauf Trailer Corporation, Levitz Furniture Incorporated, The Columbia Gas System, Inc., JWP, Inc.,

Flushing Hospital and Medical Center, Planet Hollywood International, Anchor Glass Container Corporation, Beloit Corporation in the Harnischfeger Industries Chapter 11 Cases, RSL COM U.S.A. Inc, USG Corporation, Formica Corp. Galey & Lord, Inc. and DESA Holdings.

Stroock's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Stroock has already frequently called upon the expertise of its partners and associates in the litigation, ERISA, tax, environmental and intellectual property law areas to perform the wide ranging scope of the legal work necessitated by these cases.

The "Undesirability" of the Case. These cases are not undesirable, but as already indicated, have required a significant commitment of time from several of the attorneys assigned hereto.

Nature and Length of Professional Relationship. As described above, Stroock has been actively rendering services on behalf of the Committee as necessary and appropriate from April 12, 2001 through to the present.

ALLOWANCE OF COMPENSATION

49. The professional services rendered by Stroock required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically,

and the results obtained to date have benefited the Debtors' unsecured creditor body as a whole and the Debtors' estates.

50. With respect to the level of compensation, § 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person (including attorneys for a creditors' committee): "Reasonable compensation for actual necessary services rendered by [such] . . . professional person. 11 U.S.C. § 330. Section 330 further states that the court should take into consideration, inter alia, the nature, extent, and value of services performed, as well as the cost of comparable services other than in a case under this title. Id. The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

51. The total time spent by Stroock attorneys and paraprofessionals during the Compensation Period for which Stroock seeks payment was 790.5 hours. Such services have a fair market value of \$437,100.75. The work involved, and thus the time expended, was carefully assigned in light of the experience, expertise and familiarity with the issues in these cases required for a particular task.

52. As shown by this Application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "C" are summaries of the hours expended by the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

53. In addition, Stroock incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$7,356.35 for which

Stroock respectfully requests reimbursement in full. The disbursements and expenses have been incurred in accordance with Stroock's normal practice of charging clients for expenses clearly related to and required by particular matters. Stroock has endeavored to minimize to the fullest extent possible those expenses incurred to enable Stroock to devote time beyond normal office hours to matters that imposed extraordinary time demands. Attached hereto as Exhibit "D" is a summary chart reflecting each category of disbursement for which Stroock seeks reimbursement.

54. Stroock's billing rates do not include charges for photocopying, telephone and telecopy toll charges, computerized research, travel expenses, "working meals", secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Stroock believes that it is fairest to charge each client only for the services actually used in performing services for it. Stroock has endeavored to minimize these expenses to the fullest extent possible.

55. Stroock charges \$.10 per page for in-house photocopying services, with respect to computerized research services Stroock charges the actual cost from the vendor, and \$1.00 per page for out-going facsimile transmissions. Stroock does not charge for incoming facsimiles.

56. No agreement or understanding exists between Stroock and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

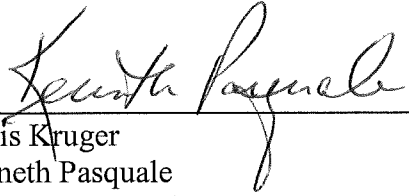
57. Stroock has reviewed the requirements set forth in Delaware Local Rule 2016-2, entitled "Motion for Compensation and Reimbursement of Expenses," and believes that this application for interim compensation and reimbursement of expenses is fully in compliance with the rules set forth therein.

58. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period other than as set forth herein.

WHEREFORE, Stroock respectfully requests, pursuant to the Administrative Fee Order: the allowance of compensation for professional services rendered to the Committee during the period from January 1, 2009 through and including March 31, 2009 in the amount of \$437,100.75, for which Stroock seeks payment; the reimbursement of Stroock's out-of-pocket expenses incurred in connection with the rendering of such services during the period from January 1, 2009 through and including March 31, 2009 in the amount of \$7,356.35; authorizing and directing the Debtors to pay to Stroock each of the amounts set forth in (a) (b) and (c) of this WHEREFORE clause (to the extent not already paid pursuant to the Administrative Fee Order); and granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
May 29, 2009

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